

# VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: [voraconstructions@ymail.com](mailto:voraconstructions@ymail.com) CIN: L45200MH1985PLC036089 Website: [www.voraconstructions.com](http://www.voraconstructions.com)

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February 23, 2017

The Manager -CRD  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai-400001

**Sub: Postal Ballot Notice & cutoff date for Postal Ballot/E-Voting.**

**Ref Scrip Code: 512215**  
**Scrip Id: VORACON**

Dear Sir,

1. Enclosed the Postal Ballot Notice & Postal Ballot Form.
2. The Company has decided February 17, 2017 as the cut-off date for the Shareholders (holding equity shares of the Company in both electronic and physical form) eligible to cast their vote through postal ballot/e- voting. The Company would be availing e-voting services of National Securities Depository Limited.

You are requested to kindly take note of the above.

Thanking you

Yours Faithfully  
For **VORA CONSTRUCTIONS LTD.**



Director



Place: Mumbai

# VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: voraconstructions@ymail.com CIN: L45200MH1985PLC036089

Website: [www.voraconstructions.com](http://www.voraconstructions.com)

Tel No.: 022-62361884 Fax No.: 022-62361884

## CALENDAR OF EVENTS

NAME OF DEPOSITORY: PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED

### E-VOTING FOR POSTAL BALLOT

ISIN NO. INE902L01016

Sr. No.	Particulars	Date
1.	Date of appointment of scrutinizer	February 14, 2017
2.	Benpose Date for Sending Notice	February 17, 2017
3.	Cut-off date to record the entitlement of the shareholders to cast their vote electronically	February 17, 2017
4.	Date of completion of <b>dispatch</b> of notice including process and manner for voting by electronic means	February 22, 2017
5.	Date and time of commencement of voting through electronic means	February 27, 2017 at 9.00A.M.
6.	Date and time of end of voting through electronic means	March 28, 2017 at 5.00P.M.
7.	Submission of the Report by the Scrutinizer	March 30, 2017
8.	Date and Time of EGM/ AGM	NA
9.	Date of declaration of the result by the Chairman	March 31, 2017
10.	Book Closure date	NA

For Vora Constructions Ltd



Director

Place:- Mumbai

Date: February 14, 2017

# VORA CONSTRUCTIONS LIMITED

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Email ID: voraconstructions@gmail.com CIN: L45200MH1985PLC036089

Website: [www.voraconstructions.com](http://www.voraconstructions.com)

Tel No.: 022-62361884 Fax No.: 022-62361884

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## Postal Ballot Notice

### [Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below are proposed to be passed by the Members through postal ballot/electronic voting (e-voting). The explanatory statement pertaining to the aforesaid resolutions setting out the material facts concerning and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed Ms. Amruta Kothari & Associates, Practicing Company Secretary (Membership No. 26359) as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post or speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m on Tuesday, March 28, 2017 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other authorized director of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results of postal ballot shall be declared on or before March 30, 2017, and communicated to the Stock Exchange, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at [www.voraconstructions.com](http://www.voraconstructions.com).

## **RESOLUTIONS**

### **SPECIAL BUSINESS**

#### **ITEM NO.1 - CONSENT OF MEMBERS OF COMPANY FOR ADOPTION OF NEW ARTICLE OF ASSOCIATION**

**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby submitted for the approval of the shareholders and shall be adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

**RESOLVED LASTLY THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.

## **ITEM NO.2 - ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION**

**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby submitted for the approval of the shareholders and shall be adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect;

**RESOLVED LASTLY THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.

## **ITEM NO.3- CHANGE IN MAIN OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION**

**RESOLVED THAT** pursuant to Section 13 of the Companies Act, 2013 and the rules framed thereunder, the approval of the Shareholders be and is hereby accorded for amending the Main Object Clause of the Memorandum of Association of the Company by inserting Clause no. 2 and Clause 3 after the existing Clause no. 1 as follows:

### **Clause 2**

To promote the formation and mobilisation of capital, to manage capital savings and investment, purchase, finance, discount, bills of exchange, to arrange acceptance or co-acceptance of bills, to borrow, to lend, to negotiate loans, to transact business as financiers, monetary agents, carry on the business of Investment/finance company with the object of financing industrial enterprises or otherwise and to invest the capital or other funds of the Company in shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, revolving under-writing facilities and issue, acceptance and registration of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to promote or finance the promotion of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in, shares or other securities, to undertake portfolio management, advisory and counselling services, commodities trading, to finance assist industrial and other enterprises in India and abroad, to provide finance and loan syndication, development import/export financing, consultancy assignments, factoring, consumer financing and securities dealing, to carry on the business of a leasing Company, hire purchase company, finance company, to undertake and / or arrange or syndicate all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, computers, storage tanks, toll roads, communication satellites and communication lines, factories, movable and immovable property.

### **Clause 3**

\*\*Subject to Section 73 of Companies Act 2013, and rules framed thereunder and the directions issued by the Reserve Bank of India, to deal with and invest the monies of the company in such manner, and upon such securities as shall from time to time be thought necessary or for the benefit of the Company, and to lend advance or deposit money securities and property with or without any charge, interest or security to Private Industrial Enterprises or with such persons and to receive and accept deposits advances and loans on such terms and conditions as may be thought expedient and in that the Company shall not carry on the business of Banking as defined in the Banking Regulations Act, 1949.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorised to sign all such forms and returns and other documents and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution.”

None of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said Special Resolution, except to the extent of their equity holdings in the Company.

The Board of Directors accordingly recommends the Special Resolution for the approval of the Shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that the approval of the shareholders shall be deemed to have been received thereto expressly by the authority of this resolution.

**By Order of the Board of Directors  
For Vora Constructions Limited**

**Purushottam Bohra  
Managing Director  
DIN: 02196053**

Place: Mumbai  
Date: February 17, 2017

**Registered office:**  
604, Balarama Building,  
Bandra Kurla Complex, Bandra (East),  
Mumbai-400051

#### **Notes**

1. The explanatory statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members /List of Beneficial Owners as on the Cutoff date as received from NSDL. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cutoff date, will be considered for the purpose of voting. A person who is not a Member as on the Cutoff date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [voraconstructions@ymail.com](mailto:voraconstructions@ymail.com). The Registrar and Transfer Agent / Company shall forward the same along with postage-prepaid self-addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on February 17, 2017. The postal ballot period commences on Monday, February 27, 2017 and ends on Tuesday, March 28, 2017.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5.00 pm) on Tuesday, March 28, 2017. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5.00 p.m. on Tuesday, March 28, 2017, it will be considered that no reply from the Member has been received.
11. The Scrutinizer will submit his report to the Chairman or any other director after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on or before March 30, 2017 at the registered office and will also be displayed on the website of the Company ([www.voraconstructions.com](http://www.voraconstructions.com)), and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.

12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till Thursday, March 28, 2017.

### **Voting through electronic means**

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its Members.

The instructions for members for e-voting are as under

1. Members whose email addresses are registered with the Company/ Depository Participant(s) will receive an email from NSDL informing them of their User ID and password. Once the Members received the email, he or she will need to go through the following steps to complete the e-voting process:
  - a. Open e-mail and open PDF file viz; "VCL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  - c. Click on "Shareholder – Login".
  - d. Insert user ID and password as initial password noted in step (i) above. Click "Login"
  - e. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - f. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
  - g. Select "EVEN" (Electronic Voting Event Number) of Vora Constructions Limited.
  - h. Now you are ready for e-Voting as "Cast Vote" page opens.
  - i. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
  - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - l. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at [amrutacs.kothari@gmail.com](mailto:amrutacs.kothari@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - m. In case of Members receiving Postal Ballot Form by Post:
    - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
    - (ii) Please follow all steps from Sr. No. (a) to (j) above, to cast your vote.
  - n. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
2. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - i. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon.
  - ii. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 P.M. on Tuesday, March 28, 2017.
  - iii. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
  - iv. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted
  - v. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.

- vi. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- vii. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- viii. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- ix. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
- x. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: [www.evoting.nsdl.com](http://www.evoting.nsdl.com). You can also send your queries/ grievances relating to e-voting to the E-mail ID [voraconstructions@ymail.com](mailto:voraconstructions@ymail.com)
- xi. The cut-off date for e-voting is Friday, February 17, 2017.
- xii. The period for e-voting starts on Monday, February 27, 2017 and ends on Tuesday, March 28, 2017.
- xiii. E-voting shall be disabled by NSDL at 5.00p.m. on Tuesday, March 28, 2017.

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) AND 110 OF THE COMPANIES ACT, 2013**

### **Item No. 1**

The existing Articles of Association (“AOA”) of the Company are as per the requirements of the Companies Act, 1956 and accordingly contain references to the sections of the Companies Act, 1956. Since the Companies Act, 2013 is in force, the regulations in AOA must contain references to the sections of Companies Act, 2013 wherever required in AOA. In addition pursuant to the provisions of the Act, certain other alterations are required to be made in AOA. In view of this it is proposed to wholly replace the existing AOA by a new set of AOA.

Salient alterations in the new draft AOA of the Company include the following:

- Incorporation of references of new provisions/sections/ Interpretations of the Act.
- Incorporation of provisions relating to Independent Directors of the Company.
- The Company is now allowed under the Act, to have a maximum of 15 directors on its Board if there is a provision in the AOA of the Company. Hence it is proposed to amend the AOA for allowing the Company to have maximum number of 15 Directors on its Board.
- The books of accounts and statutory registers can also be kept in electronic mode as prescribed by the Act and the rules framed thereunder, subject to compliance of prescribed guidelines. In view of these provisions relating to the same are proposed to be incorporated.
- The Act has defined the term Key Managerial Personnel, the same is proposed to be incorporated.
- The participation of the Directors in meetings can be in person or through video conferencing or other audio-visual means as permitted in the Act. Accordingly, the provisions in this regard are proposed to be incorporated.
- There is reference to Chapter Rules in the Act and accordingly the same is proposed to be incorporated.
- As per the Act, AOA should expressly allow an individual to be appointed or re-appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time. In order to allow an individual to be appointed or re-appointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company at the same time.

As per the provisions of Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company needs to be approved by the shareholders of the Company. Further, in terms of the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the approval of the shareholders may be taken through Postal Ballot instead of transacting such business at a general meeting. The Board of Directors in its meeting held on February 14, 2017 has accorded its approval for adoption of a new set of regulations as AOA in substitution, and to the entire exclusion, of the set of regulations contained in the existing AOA. The Board of Directors recommended the Special Resolution for approval of the shareholders through Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except for Mr. Purushottam Bhora who is holding the position of the Managing Director of the Company may be deemed to be interested in the resolution to the extent of the changes proposed to be made for allowing the Chairperson to simultaneously hold the position of Managing Director.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

### **Item No. 2 & 3**

The existing Memorandum of Association (“MOA”) of the Company was framed pursuant to the provisions of the Companies Act, 1956. The provisions of the Companies Act, 2013 which have come into force with effect from April 1, 2014 require for stating of the Main Objects Clause of MOA in a different manner. In view of the requirements the Main Objects Clause is proposed to be amended as under:

1. The Objects Clause will now have 2 parts viz. Part A - ‘The Objects to be pursued by the Company on its incorporation’ and Part B ‘Matters which are necessary for furtherance of the Objects specified in Part A’.
2. The changes to the existing Main Objects Clause are proposed as under-



(a) Clause 1 of the existing Main Objects has been retained except the insertion of Clause 2 and Clause 3 as below: -

**Clause 2**

“To promote the formation and mobilisation of capital, to accept the public funds, to manage capital savings and investment, purchase, finance, discount, bills of exchange, to arrange acceptance or co-acceptance of bills, to borrow, to lend, to negotiate loans, to transact business as financiers, monetary agents, carry on the business of Investment/finance company with the object of financing industrial enterprises or otherwise and to invest the capital or other funds of the Company in shares, stocks, debentures, debenture stock, bonds, mortgages, obligations, securities, revolving underwriting facilities and issue, acceptance and registration of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to promote or finance the promotion of all types of instruments, or to finance their acquisition by leasing or hire purchase or in any other manner, to promote or finance the promotion of joint stock companies, to invest in, to underwrite, to manage the issue of, and to trade in, shares or other securities, to undertake portfolio management, advisory and counselling services, commodities trading, to finance assist industrial and other enterprises in India and abroad, to provide finance and loan syndication, development import/export financing, consultancy assignments, factoring, consumer financing and securities dealing, to carry on the business of a leasing Company, hire purchase company, finance company, to undertake and / or arrange or syndicate all types of leasing and hire purchase business relating to all kinds of machinery, plant, equipment, ships, vehicles, aircraft, rolling stock, computers, storage tanks, toll roads, communication satellites and communication lines, factories, movable and immovable property”.

**Clause 3**

\*\*Subject to Section 73 of Companies Act 2013, and rules framed thereunder and the directions issued by the Reserve Bank of India, to deal with and invest the moneys of the company in such manner, and upon such securities as shall from time to time be thought necessary or for the benefit of the Company, and to lend advance or deposit money securities and property with or without any charge, interest or security to Private Industrial Enterprises or with such persons and to receive and accept deposits advances and loans on such terms and conditions as may be thought expedient and in that the Company shall not carry on the business of Banking as defined in the Banking Regulations Act, 1949.

3. The existing Part B of the Objects Clause of MOA has been retained except the change of title as

“(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN PART A and that the reference to various sections of the Companies Act, 1956 are proposed to be replaced with the reference to the corresponding sections of the Companies Act, 2013. In addition to the existing clauses few more clauses are inserted.

4. The existing Part C viz. “Other Objects” is proposed to be deleted in line with the requirements of the Companies Act, 2013.

The alteration of MOA was recommended for the approval of the shareholders by means of a Special Resolution pursuant to Section 13 of the Act. Further, in terms of the provisions of Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules 2014, the approval of the shareholders has been taken through Postal Ballot in case of alteration of the main objects of MOA of the Company. Hence the approval of the shareholders was sought through Postal Ballot. The Board of Directors in its meeting held on February 14, 2017 has accorded its approval for alteration of MOA.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution.

You are requested to communicate your assent or dissent for the aforesaid resolution, in accordance with the instructions set out herein.

None of the Directors of the Company is, in any way, concerned or interested in the said resolutions except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted either to them or to the companies in which they are interested as Director or Shareholder. The Board of Directors believes that this Offer will be in the best interest of the Company and its shareholders.

**Purushottam Bohra  
Managing Director  
DIN: 02196053**

Place: Mumbai

Date: February 17, 2017

**Registered office:**

604, Balarama Building,

Bandra Kurla Complex, Bandra (East),

Mumbai-400051

**VORA CONSTRUCTIONS LIMITED**

[CIN: L45200MH1985PLC036089]

604, Balarama Building, Bandra Kurla Complex, Bandra (East), Mumbai-400051

Tel No.: Tel No.: 022-62361884 Fax No.: 022-62361884 Email: voraconstructions@ymail.com

Website: [www.voraconstructions.com](http://www.voraconstructions.com)**POSTAL BALLOT FORM**

1.	Name and Registered address of the sole/ first named Shareholder			
2.	Names(s) of joint holder(s) if any			
3.	Registered Folio No. /*Client ID No. (*applicable to investors holding shares in dematerialized form)			
4.	Number of equity share held			
<input checked="" type="checkbox"/> I/we hereby exercise my/our vote in respect of the following special resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated 17 <sup>th</sup> February, 2017 of the Company, by sending my/our assent or dissent to the said special resolution by placing the tic (✓) at the appropriate box below;				
Item No.	Description	No. of Shares held by me	I/we assent to the resolution (For)	I/we dissent to the resolution (Against)
1.	Adoption of New Article of Association			
3.	Adoption of New Set of Memorandum of Association			
4.	Change in Main Object Clause of Memorandum of Association			

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*Authorized Signatory/ Signature of the Shareholder/ Beneficial Owner*

Place:

Dated:

Note:

1. If the voting rights are exercised electronically, there is no need to use this form.
2. Please read the instructions overleaf before exercising your vote. For E-voting instructions, kindly refer the Notice of Postal Ballot.

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Electronic Voting Particulars (Applicable for Individual members only)

EVEN (Electronic Voting Event Number)	User ID	*Password
105987		

\* Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the Password field.

## INSTRUCTIONS FOR VOTING

### 1. Voting through Physical Postal Ballot Form

- a. A member desiring to exercise vote by Postal ballot shall complete the enclosed Postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the Registered Member will also be accepted. The envelopes may also be deposited personally at the address given thereon.
- b. The Postal Ballot Form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer before the close of working hours at 5.00 P.M. on March 28, 2017.
- c. Any Postal Ballot Form received thereafter shall be treated as if the reply from the shareholders has not been received.
- d. The members are requested to exercise their voting rights by using the attached Postal Ballot Form only. No other form or photocopy of the form is permitted
- e. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- f. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- g. The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- h. Postal Ballot Forms which are incomplete or unsigned or defective in any manner are liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- i. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.

### 2. E-Voting Facility

- a. The Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Members have an option to vote either through e-voting or through Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
- b. The instructions for members for e-voting are as under:
  - i. Open e-mail and open PDF file viz; "VCL e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
  - iii. Click on "Shareholder – Login".
  - iv. Insert user ID and password as initial password noted in step (i) above. Click "Login"
  - v. "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - vi. Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".
  - vii. Select "EVEN" (Electronic Voting Event Number) of Vora Constructions Limited.
  - viii. Now you are ready for e-Voting as "Cast Vote" page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. For the votes to be considered valid, the corporate and institutional shareholders (companies, trusts, societies, etc.) are required to send a scanned copy (PDF/JPG format) of the relevant Board Resolution/ Appropriate Authorization etc. together with attested specimen signature of the duly authorized signatory(ies), to the Scrutinizer through e-mail at [amrutacs.kothari@gmail.com](mailto:amrutacs.kothari@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiii. In case of Members receiving Postal Ballot Form by Post:
    - (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
    - (ii) Please follow all steps from Sr. No. (a) to (j) above, to cast your vote.
- c. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.
- d. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: [www.evoting.nsd.com](http://www.evoting.nsd.com). You can also send your queries/ grievances relating to e-voting to the E-mail ID : [voraconstructions@ymail.com](mailto:voraconstructions@ymail.com)
- e. The cut-off date for e-voting is Friday, February 17, 2017.
- f. The period for e-voting starts on Monday, February 27, 2017 and ends on Tuesday, March 28, 2017.
- g. E-voting shall be disabled by NSDL at 5.00p.m. on Tuesday, March 28, 2017.